

LAW OFFICES

GESS MATTINGLY SAUNIER & ATCHISON

201 WEST SHORT STREET

LEXINGTON, KENTUCKY 40507-1269

May 17, 1983

TELEPHONE
AREA 606
255-2344

WILLIAM B. GESS
JACK F. MATTINGLY
STANLEY M. SAUNIER, JR.
JOHN G. ATCHISON, JR.
CHARLES RICHARD DOYLE
CHARLES L. CALK
CHARLES G. WYLIE
JOSEPH RONALD WHEAT
NATALIE S. WILSON
JOSEPH H. MILLER
S. PATRICK TERRY
WILLIAM W. ALLEN
WILLIAM R. HILLIARD, JR.
C. WILLIAM SWINFORD, JR.
RAY A. WEBB
GUY M. GRAVES
LESLIE G. PHILLIPS
CHARLES E. CHRISTIAN
CAROL DAVIS HENDRICKS

No. **3-138A077**
Date **MAY 18 1983**
Fee **10.00**
ICC Washington, D. C.

FEDERAL EXPRESS

Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

Re: ICC Recordation No. 10923
October 23, 1979

RECORDATION NO. **10923-A**
MAY 18 1983 12 00 PM
INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Please find enclosed the original and one executed copy of the amendment to Schedule 1 of the security agreement between Crocker National Bank and Transkentucky Transportation Railroad Company (a/k/a Transkentucky Transportation Railroad, Inc.). I have also enclosed a certified check for \$10 payable to the Interstate Commerce Commission. I request that you file said amendment to Schedule 1 and return a stamped copy to me with the ICC recordation number affixed and with the day and time the amendment was filed.

Your anticipated cooperation in this matter is greatly appreciated.

Sincerely,

C. William Swinford, Jr.
C. William Swinford, Jr.

CWSJr:306
Enclosures

cc: Mr. John E. King, Vice President

304ICC/LTR

RECEIVED
MAY 18 11 53 AM '83
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

C. William Swinford, Jr.
Law Offices
Gess Mattingly & Saunier & Atchison
201 West Short Street
Lexington, Kentucky 40507-1269

May 18, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/18/83 at 12:00PM , and assigned re-recording number(s). 10923-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)



CROCKER NATIONAL BANK

MERCHANT BANKING DIVISION
ONE MONTGOMERY STREET, SAN FRANCISCO, CALIFORNIA 94104

May 16, 1983

RECORDATION NO. 10923-A Filed 1425

MAY 18 1983 12 00 PM

Mr. James H. Hawk
TransKentucky Transportation Railroad, Inc.
199 East Main Street
Lexington, Kentucky 40507

INTERSTATE COMMERCE COMMISSION

RE: Security Agreement dated as of October 19, 1979

Dear Mr. Hawk:

The following is our understanding of the amendment to be made to Schedule One to Security Agreement between you and us dated as of October 19, 1979 (the "Schedule"):

" Unit No.	"
1072	ALCO RS-3 1200 H.P. Locomotive EMD 567 Engine
1075	" " " " "
1076	" " " " "

Shall be deleted; and

"Five (5) 1966 GE's U-28B 2800 H.P. 16-Cylinder Diesel Locomotives, Serial Numbers 242, 244, 248, 254, and 246" Shall be substituted therefore

In connection with the above amendment, you and we acknowledge notwithstanding any language to the contrary contained in the Security Agreement referenced in and incorporated into the Schedule that such amendment represents our agreement to follow a substitution of equipment covered by the Schedule. In connection therewith you warrant and represent that the substitute equipment have remaining useful life, economic value and functional utility at least equal to that of the replaced equipment and agree to indemnify and hold us harmless for any and all losses incurred by or asserted against us as a result of such substitution. This agreement shall become effective only upon our receipt of documentation satisfactory to us indicating that title to the substitution equipment are free and clear of any encumbrances.

If the foregoing conforms with your understanding, please so signify by signing the enclosed copy of this letter at the space provided at the foot thereof and return one copy to us.

Very truly yours,

CROCKER NATIONAL BANK

Edmund P. Wysocki
Edmund P. Wysocki
Vice President

ACKNOWLEDGED AND AGREED TO THIS 17

DAY OF May, 1983

TRANSKENTUCKY TRANSPORTATION RAILROAD, INC.

BY: *Walter J. Danner*

Title:

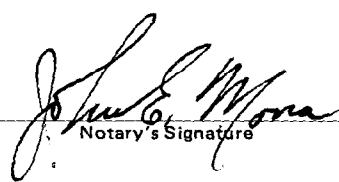
STATE OF CALIFORNIA

County of San Francisco

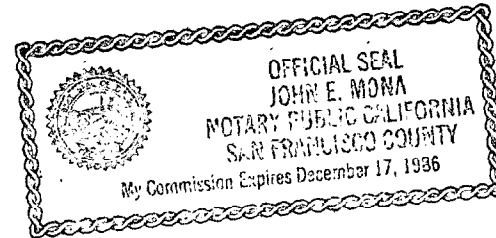
} SS.

On this 16th day of May, in the year 1983, before me,
John E. Mona, a Notary Public in and for said State,
personally appeared Edmund P. Wysocki,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the
person who executed the within instrument as president (or secretary) or on behalf of
the corporation therein named and acknowledged to me that the corporation executed it.
WITNESS my Hand and Official Seal

52-0692 (Rev. 8-82)


Notary's Signature

(CORPORATION ACKNOWLEDGMENT)



(Notary's Seal)

STATE OF KENTUCKY)
) SCT.
COUNTY OF FAYETTE)

On this 17th day of May, 1983, before me personally appeared Chester F. Powell, Pres., of Transkentucky Transportation Railroad, Inc., to me personally known to be the person who executed the foregoing instrument on behalf of Transkentucky Transportation Railroad, Inc., and acknowledged to me that Transkentucky Transportation Railroad, Inc. executed the same as the free act and deed of said corporation.

My commission expires: September, 1986.

Holly Penn
NOTARY PUBLIC, KENTUCKY,
STATE AT LARGE

304/ms

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LAW OFFICES

GESS MATTINGLY SAUNIER & ATCHISON

201 WEST SHORT STREET

LEXINGTON, KENTUCKY 40507-1269

May 12, 1983

File in 10923-A
TELEPHONE
AREA 606
255-2344

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Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

Re: ICC Recordation No. 10923
October 23, 1979

Dear Ms. Lee:

This letter will serve to confirm our telephone conversation of Thursday, May 12, 1983. In that telephone conversation you advised me that in order to obtain a release from the Interstate Commerce Commission, I would have to file two release agreements, an original and notarized copy of the original, in your office along with a \$10 check.

After discussing this matter with you, I received a "specimen copy" of an agreement memorialized in the form of a letter from the Crocker National Bank. I have enclosed this "specimen copy" with this letter along with a copy of the security agreement in question. I request that you review said documents and telephone me collect on Friday morning, May 13, 1983, to advise me whether said letter agreement will suffice.

Your anticipated cooperation is greatly appreciated.

Sincerely,

C. William Swinford, Jr.
C. William Swinford, Jr.

CWSJr:306
Enclosures

cc: Mr. John King

304icc/It